

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W. R. GRACE & CO., et al.,¹) 01-01139 (KJC)
) Jointly Administered
) Related to Docket Nos. 32600, 32601, 32603,
) 32608, 32609, 32610, 32611, 32612, 32614 & 32617

**ORDER APPROVING STIPULATION: (I) EXTENDING THE RESPONSE DEADLINE
OF SGH ENTERPRISES, INC. REGARDING REORGANIZED DEBTORS' THIRTY
EIGHTH OMNIBUS OBJECTION TO CLAIM, AND (II) ABATING INTEREST, AND
(III) CONTINUING THE HEARING WITH RESPECT THERETO**

Upon consideration of the *Stipulation: (I) Extending The Response Deadline Of SGH Enterprises, Inc. Regarding Reorganized Debtors' Thirty Eighth Omnibus Objection To Claim, AND (II) Abating Interest, And (III) continuing the hearing With Respect Thereto* filed with the Court on August 26, 2015 [Docket No. 32617] (the "Stipulation") by and between the above captioned Reorganized Debtors (collectively, the "Reorganized Debtors") and SGH Enterprises, Inc. (f/k/a Samson Hydrocarbons, Inc.) ("SGH"), a copy of which is attached hereto as Exhibit 1, and the Certification of Counsel for SGH filed with the Court;

IT IS HERBY ORDERED THAT the Stipulation attached hereto as Exhibit 1, is approved.

Date: August ___, 2015

The Honorable Kevin J. Carey
United States Bankruptcy Judge

¹ The Reorganized Debtors comprise W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or "Grace") and W. R. Grace & Co.-Conn. ("Grace-Conn."). Grace Energy Corporation was a Reorganized Debtors whose case has been closed.

EXHIBIT 1

Stipulation

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | |
|---|--|
| In re: |) Chapter 11 |
| |) |
| W. R. GRACE & CO., et al., ¹ |) Case No. 01-01139 (KJC) |
| |) (Jointly Administered) |
| Reorganized Debtors. |) |
| |) Hearing Date: August 26, 2015 at 12:00 pm ET |
| |) Objection Deadline: August 26, 2015 at 12:00 pm ET |
| |) Related to Docket Nos. 32600, 32601, 32603, 32608, |
| |) 32609, 32610, 32611, 32612, & 32614 |

STIPULATION: (I) EXTENDING THE RESPONSE DEADLINE OF SGH ENTERPRISES, INC. REGARDING REORGANIZED DEBTORS' THIRTY EIGHTH OMNIBUS OBJECTION TO CLAIM, AND (II) ABATING INTEREST, AND (III) CONTINUING THE HEARING WITH RESPECT THERETO

The above-captioned Reorganized Debtors and SGH Enterprises, Inc. (f/k/a Samson Hydrocarbons, Inc.) ("SGH"), through their respective undersigned counsel, hereby agree and stipulate as follows with respect to the response deadline and initial hearing date thereon for the "*Thirty- Eighth Omnibus Objection to Claims filed by SGH Enterprises, Inc. (Substantive and Non- Substantive Objection)*" [Docket No. 32600] (the "Objection") and the "*Declaration of Richard C. Finke in Support of the Thirty- Eighth Omnibus Objection to Claims filed by SGH Enterprises, Inc. (Substantive and Non-Substantive Objection)*" [Docket No. 32601] (collectively with the Objection, the "Claim Objection") filed by Reorganized Debtors on August 18, 2015:

1. The deadline for SGH to file and serve a response, answer or objection to the Claim Objection is extended through and including October 19, 2015.
2. The initial scheduling hearing with respect to the Claim Objection set for September 23, 2015, shall be continued until a mutually agreeable date after October 19, 2015.

¹ The Reorganized Debtors are W. R. Grace & Co. and W. R. Grace & Co.-Conn.

3. SGH will forego interest accruing pursuant to the Plan on the Allowed amount (if any) of a Claim allowed to SGH (if any) in the above-captioned chapter 11 cases that would otherwise accrue between September 4, 2015, and the date that SGH actually files its response to the Claim Objection.²

Dated: August 26, 2015
Wilmington, Delaware

/s/ Domenic E. Pacitti

Domenic E. Pacitti (DE Bar No. 3989)

KLEHR HARRISON HARVEY

BRANZBURG LLP

919 N. Market Street, Suite 1000

Wilmington, Delaware 19801

Telephone: (302) 426-1189

Facsimile: (302) 426-9193

- and -

Morton Branzburg (admitted *pro hac vice*)

KLEHR HARRISON HARVEY

BRANZBURG LLP

1835 Market Street, Suite 1400

Philadelphia, Pennsylvania 19103

Telephone: (215) 569-3007

Facsimile: (215) 568-6603

David L. Swanson
Gregory Lowry
Texas Bar No. 12641360
LOCKE LORD, LLP
2200 Ross Avenue, Suite 2200
Dallas, Texas 75201-6776
Telephone: (214) 740-8000
Facsimile: (214) 740-8800

**CO-COUNSEL FOR SGH ENTERPRISES, INC.
(F/K/A SAMSON HYDROCARBONS COMPANY)**

² Capitalized terms not defined in this stipulation shall have the meaning ascribed to them in the *First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W.R. Grace & Co., et al, the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative and the Official Committee of Equity Security Holders as Modified Through December 23, 2010* [Docket No. 26368] (the "Plan").

/s/ James E. O'Neill

PACHULSKI STANG ZIEHL & JONES LLP
Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705
(302) 652-4100
(302) 652-4400

-and-

THE LAW OFFICES OF ROGER HIGGINS, LLC
Roger J. Higgins
1 North Bishop Street
Suite 14
Chicago, IL 60607-1823
(312) 666-0431

**CO-COUNSEL FOR THE REORGANIZED
DEBTORS**